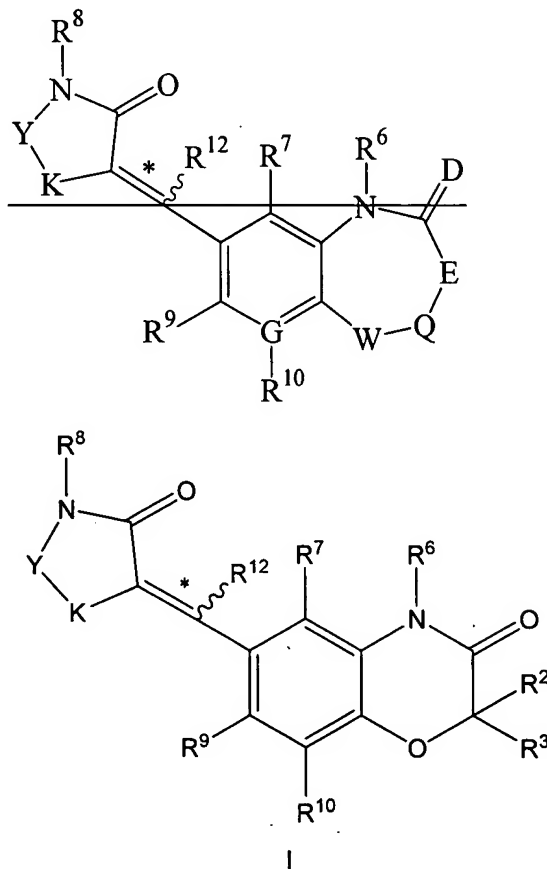


**Amendments to the Claims:**

This listing of claims will replace all prior versions and listings of claims in the application:

**Listing of Claims:**

1. (currently amended) A compound of Formula I:



or a pharmaceutically acceptable salt thereof;

wherein  $W$  is selected from the group consisting of:  $O$ ,  $S$ , and  $NR^{21}$ ;

wherein  $R^{21}$  is selected from the group consisting of:  $H$ ,  $CH_3$ , a  $C_{1-6}$  alkyl, and phenyl;

wherein  $Q$  is  $(CR^2R^3)_n$ ;

wherein  $R^2$  and  $R^3$  are independently selected from  $H$  or  $-CH_3$ ,

wherein  $n$  is 0 or 1;

wherein  $E$  is  $(CR^4R^5)_p$ ;

wherein  $R^4$  and  $R^5$  are independently selected from  $H$  or  $-CH_3$ ,

wherein  $p$  is 0 or 1;

wherein  $D$  is  $O$  or  $S$ ;

wherein R<sup>6</sup> is selected from the group consisting of H, a C<sub>1-6</sub>alkyl, a -C(O)-C<sub>1-6</sub>alkyl, a C<sub>3-8</sub>cycloalkyl, a -C(O)-C<sub>1-3</sub>alkylene-C<sub>3-8</sub>cycloalkyl, a (C<sub>1-6</sub>alkyl)-C<sub>3-8</sub>cycloalkyl, a -O-CH<sub>2</sub>-C<sub>3-8</sub>cycloalkyl, a group of formula -A-B-L, and a group of formula -X-V-U-T,

wherein A is absent, or -O-,

wherein B is a C<sub>1-6</sub>alkylene,

wherein L is -OR<sup>24</sup>, -C(O)R<sup>24</sup>, -OC(O)R<sup>24</sup>, -C(O)OR<sup>24</sup>, -SO<sub>2</sub>-R<sup>24</sup>, -

NHC(O)R<sup>24</sup>, -NR<sup>24</sup>R<sup>26</sup>, -C(O)-NR<sup>24</sup>R<sup>26</sup>, -OC(O)NR<sup>24</sup>R<sup>26</sup>, -

NC(O)OR<sup>24</sup>, a 3- to 8-membered heterocycloalkyl, a 6- to 11-membered bicyclic heterocycloalkyl, a 6- to 9-membered bridged bicyclic heterocycloalkyl, a 5-membered heteroaryl, a 6-membered heteroaryl, an 8- to 12-membered bicyclic heteroaryl, a phenyl, a naphthalenyl or a 9- to 12-membered bicyclic aryl;

wherein R<sup>24</sup> and R<sup>26</sup> are independently selected from the group consisting of: a C<sub>1-6</sub>alkyl, phenyl, naphthalenyl or a 9- to 12-membered bicyclic aryl, a 5-membered heteroaryl, a 6-membered heteroaryl, an 8- to 12-membered bicyclic heteroaryl, a C<sub>1-6</sub>alkylene-phenyl, C<sub>1-6</sub>alkylene-naphthalenyl or a C<sub>1-6</sub>alkylene-(9- to 12-membered bicyclic aryl), a C<sub>1-6</sub>alkylene(5-membered heteroaryl), C<sub>1-6</sub>alkylene(6-membered heteroaryl), a C<sub>1-6</sub>alkylene(8- to 12-membered bicyclic heteroaryl), C<sub>1-6</sub>alkylene-(3- to 8-membered heterocycloalkyl), C<sub>1-6</sub>alkylene-(6- to 11-membered bicyclic heterocycloalkyl), C<sub>1-6</sub>alkylene-(6- to 9-membered bridged bicyclic heterocycloalkyl), and H;

wherein X is C<sub>1-3</sub> alkylene, -O-C<sub>1-3</sub> alkylene, -C<sub>1-3</sub>alkylene-CO-, -C<sub>1-3</sub>alkylene-C(O)O-, -C<sub>1-3</sub>alkylene-C(O)-CH<sub>2</sub>-, -C<sub>1-3</sub>alkylene-O-, -C<sub>1-3</sub>alkylene-S(O)-, -C<sub>1-3</sub>alkylene-S-, or -C<sub>1-3</sub>alkylene-SO<sub>2</sub>-;

wherein V is a 9- to 12-membered bicyclic arylene, a naphthalenylene, a phenylene, a 5-membered heteroarylene, a 6-membered heteroarylene, an 8- to 12-membered bicyclic heteroarylene, a 3-

to 8-membered heterocycloalkylene, a 6- to 11-membered bicyclic heterocycloalkylene, or a 6- to 9-membered bridged bicyclic heterocycloalkylene;

wherein U is -CO-, -O-, -CH<sub>2</sub>-O-, a C<sub>1-3</sub> alkenylene, -(CH<sub>2</sub>)<sub>m</sub>-, -O-CH<sub>2</sub>-, NH-, or is absent,

wherein m is an integer from 1 to 3;

wherein T is a C<sub>3-8</sub>cycloalkyl, a 9- to 12-membered bicyclic aryl, a naphthalenyl, a phenyl, a 5-membered heteroarylene, a 6-membered heteroarylene, an 8- to 12-membered bicyclic heteroarylene, a piperizinyl, a pyridinyl, a 3- to 8-membered heterocycloalkyl, a 6- to 11-membered bicyclic heterocycloalkyl, a 6- to 9-membered bridged bicyclic heterocycloalkyl, a piperidinyl, a morpholinyl, or an aza-spiro[5.5]undecyl;

wherein R<sup>7</sup> is H, F, CF<sub>3</sub>, or CH<sub>3</sub>;

wherein R<sup>8</sup> is H, -CH<sub>2</sub>COOH, phenyl, -CH<sub>3</sub>, a C<sub>1-6</sub>alkyl, or a C<sub>2-6</sub>alkenyl;

wherein Y is C(O), or C(S);

wherein K is NH, O, CH<sub>2</sub>, or S;

wherein G is N or C;

wherein R<sup>9</sup> is H, F, CF<sub>3</sub>, or CH<sub>3</sub>;

wherein R<sup>10</sup> is H, -O-C<sub>1-3</sub>alkyl, a C<sub>1-3</sub>alkyl, NO<sub>2</sub>, NR<sup>16</sup>R<sup>18</sup>, a S-C<sub>1-3</sub>alkyl, F or Cl,

wherein if G is N, then R<sup>10</sup> is absent,

wherein R<sup>16</sup> and R<sup>18</sup> are independently selected from the group consisting of: H and C<sub>1-3</sub>alkyl;

wherein R<sup>12</sup> is H, or C<sub>1-3</sub>alkyl; and

wherein the stereochemistry of the double bond denoted "\*" is entgegen E or zusammen Z.

2. (currently amended) The compound of Claim 1, wherein ~~W is O, D is O, G is C, n is 1, p is 0, and R<sup>2</sup>, R<sup>3</sup>, R<sup>7</sup>, R<sup>8</sup>, R<sup>9</sup>, R<sup>10</sup>, and R<sup>12</sup> are H.~~
3. (original) The compound of Claim 2, wherein X is a C<sub>1-3</sub>alkylene, and V is a phenylene, naphthalenylene, or a 9- to 12-membered bicyclic arylene.

4. (original) The compound of Claim 2, wherein X is a C<sub>1-3</sub>alkylene, and V is a 5-membered heteroaryl, a 6-membered heteroaryl, or an 8- to 12-membered bicyclic heteroaryl.
5. (original) The compound of Claim 4, wherein V is selected from the group consisting of a 2-thienylene, a 3-thienylene, a 2-furanylene, a 3-furanylene, a pyrimidinylene and a pyridinylene.
6. (original) The compound of Claim 2, wherein A is absent, B is a C<sub>1-3</sub>alkylene, wherein L is a 5-membered heteroaryl, a 6-membered heteroaryl, an 8- to 12-membered bicyclic heteroaryl, a phenyl, a naphthalenyl or a 9- to 12-membered bicyclic aryl.
7. (original) The compound of Claim 6, wherein B is a C<sub>1-3</sub>alkylene and L is a phenyl.
8. (original) The compound of Claim 2, wherein K is S, Y is C(O), and R<sup>6</sup> is H.
9. (original) The compound of Claim 2, wherein K is S, Y is C(S), and R<sup>6</sup> is H.
10. (original) The compound of Claim 2, wherein K is NH, Y is C(O) and R<sup>6</sup> is H.
11. (original) The compound of Claim 2, wherein said compound is selected from the group consisting of:
  - 4-(4-tert-Butyl-benzyl)-6-(4-oxo-2-thioxo-thiazolidin-5-ylidenemethyl)-4H-1,4-benzoxazin-3-one;
  - 5-[4-(2,6-Di-tert-butyl-pyridin-4-ylmethyl)-3-oxo-3,4-dihydro-2H-1,4-benzoxazin-6-ylmethylene]-thiazolidine-2,4-dione;
  - 6-(Oxo-2-thioxo-thiazolidin-5-ylidenemethyl)-4-[2-(4-trifluoromethyl-phenyl)-ethyl]-4H-benzo[1,4]oxazin-3-one;
  - 4-(4-Methanesulfonyl-benzyl)-6-(4-oxo-2-thioxo-thiazolidin-5-ylidenemethyl)-4H-1,4-benzoxazin-3-one;
  - 4-(3-tert-Butyl-5-hydroxymethyl-benzyl)-6-(4-oxo-2-thioxo-thiazolidin-5-ylidenemethyl)-4H-1,4-benzoxazin-3-one;
  - 5-[4-(3,5-Di-tert-butyl-4-hydroxy-benzyl)-3-oxo-3,4-dihydro-2H-1,4-benzoxazin-6-ylmethylene]-thiazolidine-2,4-dione;
  - 5-[4-[4-(4-Methyl-piperazin-1-ylmethyl)-benzyl]-3-oxo-3,4-dihydro-2H-1,4-benzoxazin-6-ylmethylene]-thiazolidine-2,4-dione;

4-Cyclohexylmethyl-6-(4-oxo-2-thioxo-oxazolidin-5-ylidenemethyl)-4H-1,4-benzoxazin-3-one;  
 4-[3-tert-Butyl-5-(morpholine-4-carbonyl)-benzyl]-6-(4-oxo-2-thioxo-thiazolidin-5-ylidenemethyl)-4H-1,4-benzoxazin-3-one;  
 5-[1-[4-(3-tert-Butyl-5-morpholin-4-ylmethyl-benzyl)-3-oxo-3,4-dihydro-2H-benzo[1,4]oxazin-6-yl]-meth-(Z)-ylidene]-thiazolidine-2,4-dione;  
 4-(3,5-Difluoro-4-hydroxy-benzyl)-6-(4-oxo-2-thioxo-thiazolidin-5-ylidenemethyl)-4H-benzo[1,4]oxazin-3-one;  
 5-[4-(3-Chloro-4-fluoro-benzyl)-3-oxo-3,4-dihydro-2H-benzo[1,4]oxazin-6-ylmethylene]-thiazolidine-2,4-dione; and  
 4-(1-tert-Butyl-5-methyl-1H-pyrazol-3-ylmethyl)-6-(4-oxo-2-thioxo-thiazolidin-5-ylidenemethyl)-4H-benzo[1,4]oxazin-3-one.

12. (withdrawn) The compound of Claim 1, wherein W is S, D is O, G is C, n is 1, p is 0, and R<sup>2</sup>, R<sup>3</sup>, R<sup>7</sup>, R<sup>8</sup>, R<sup>9</sup>, R<sup>10</sup>, and R<sup>12</sup> are H.
13. (withdrawn) The compound of Claim 1, wherein W is N, R<sup>21</sup> is methyl, D is O, G is C, n is 1, p is 0, and R<sup>2</sup>, R<sup>3</sup>, R<sup>7</sup>, R<sup>8</sup>, R<sup>9</sup>, R<sup>10</sup>, and R<sup>12</sup> are H.
14. (withdrawn) The compound of Claim 1, wherein W is O, D is O, G is N, n is 1, p is 0, and R<sup>2</sup>, R<sup>3</sup>, R<sup>7</sup>, R<sup>8</sup>, R<sup>9</sup>, R<sup>10</sup>, and R<sup>12</sup> are H.
15. (currently amended) The compound of Claim 1, wherein ~~W is O, D is O, G is C, n is 1, p is 0,~~ R<sup>10</sup> is methoxy, and R<sup>2</sup>, R<sup>3</sup>, R<sup>7</sup>, R<sup>8</sup>, R<sup>9</sup>, and R<sup>12</sup> are H.
16. (currently amended) The compound of Claim 1, wherein ~~W is O, D is O, G is C, n is 1, p is 0,~~ R<sup>10</sup> is methyl, and R<sup>2</sup>, R<sup>3</sup>, R<sup>7</sup>, R<sup>8</sup>, R<sup>9</sup>, and R<sup>12</sup> are H.
17. (currently amended) The compound of Claim 1, wherein ~~W is O, D is O, G is C, n is 1, p is 0,~~ R<sup>7</sup> and R<sup>10</sup> are methyl, and R<sup>2</sup>, R<sup>3</sup>, R<sup>8</sup>, R<sup>9</sup>, and R<sup>12</sup> are H.
18. (currently amended) The compound of Claim 1 [[2]], wherein ~~W is O, D is O, G is C, n is 1, p is 0,~~ R<sup>10</sup> is chloro, and R<sup>2</sup>, R<sup>3</sup>, R<sup>7</sup>, R<sup>8</sup>, R<sup>9</sup>, and R<sup>12</sup> are H.

19. (currently amended) The compound of Claim 1, wherein ~~W is O, D is O, G is C, n is 1, p is 0,~~ R<sup>10</sup> is fluoro, and ~~[[R<sup>2</sup>, R<sup>3</sup>,]]~~ R<sup>7</sup>, R<sup>8</sup>, R<sup>9</sup>, and R<sup>12</sup> are H.
20. (original) The compound of Claim 19, wherein said compound is selected from the group consisting of:
  - 4-(3-Methanesulfonyl-benzyl)-6-[4-oxo-2-thioxo-thiazolidin-(5Z)-ylidenemethyl]-4H-benzo[1,4]oxazin-3-one;
  - 5-[1-{4-[3-tert-Butyl-5-(1-hydroxy-1-methyl-ethyl)-benzyl]-8-fluoro-3-oxo-3,4-dihydro-2H-benzo[1,4]oxazin-6-yl}-meth-(Z)-ylidene]-thiazolidine-2,4-dione;
  - 8-Fluoro-4-[4-(1-hydroxy-1-methyl-ethyl)-benzyl]-6-(4-oxo-2-thioxo-thiazolidin-5-ylidenemethyl)-4H-benzo[1,4]oxazin-3-one;
  - 5-[8-Fluoro-4-(4-fluoro-benzyl)-3-oxo-3,4-dihydro-2H-benzo[1,4]oxazin-6-ylmethylene]-thiazolidine-2,4-dione;
  - 4-(3-Chloro-4-fluoro-benzyl)-8-fluoro-6-(4-oxo-2-thioxo-oxazolidin-5-ylidenemethyl)-4H-benzo[1,4]oxazin-3-one;
  - 8-Fluoro-6-(4-oxo-2-thioxo-thiazolidin-5-ylidenemethyl)-4-quinolin-6-ylmethyl-4H-1,4-benzoxazin-3-one; and
  - 4-(3,4-Dichloro-benzyl)-8-fluoro-6-(4-oxo-2-thioxo-thiazolidin-5-ylidenemethyl)-4H-benzo[1,4]oxazin-3-one.
21. (currently amended) The compound of Claim 1, wherein ~~W is O, D is O, G is C, n is 1, p is 0,~~ R<sup>2</sup> is methyl, and R<sup>3</sup>, R<sup>7</sup>, R<sup>8</sup>, R<sup>9</sup>, R<sup>10</sup>, and R<sup>12</sup> are H.
22. (withdrawn) The compound of Claim 1, wherein W is O, D is O, G is C, n is 0, p is 0, and R<sup>2</sup>, R<sup>3</sup>, R<sup>7</sup>, R<sup>9</sup>, R<sup>10</sup>, and R<sup>12</sup> are H.
23. (canceled)
24. (canceled)
25. (canceled)
26. (canceled)
27. (canceled)

- 28. (canceled)
- 29. (canceled)
- 30. (original) A pharmaceutical composition comprising:  
a therapeutically effective amount of a compound of Claim 1 and a pharmaceutically acceptable carrier.
- 31. (currently amended) A pharmaceutical composition comprising:  
a therapeutically effective amount of a compound of any one of Claims ~~[[1-22]]~~ 1-11 or 15-21 and a pharmaceutically acceptable carrier.